

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SHEPHERD INVESTMENTS
INTERNATIONAL, LTD.,

Plaintiff,

v.

PAINCARE HOLDINGS, INC.,

Defendant.

Case No. 07-CIV-9836 (SAS)

**DECLARATION OF CHRISTOPHER G. GREEN IN SUPPORT OF PLAINTIFF'S
MOTION FOR SUMMARY JUDGMENT**

I, Christopher G. Green, declare:

1. I am an associate in the law firm of Ropes & Gray LLP, attorneys of record for Plaintiff Shepherd Investments International, Ltd. ("Shepherd"). I have been admitted *pro hac vice* in this case. The following facts are of my personal knowledge and if called as a witness, I would and could competently testify thereto under oath.

2. Attached hereto as Exhibit A is a true and correct copy of the Securities Purchase Agreement (the "Agreement") concerning the sale of PainCare securities that was entered into by defendant PainCare Holdings, Inc. ("PainCare"), and various investors, including Shepherd, on December 29, 2005.

3. Attached hereto as Exhibit B is a true and correct copy of the Affidavit of Brian H. Davidson in Support of Plaintiff's Motion for Summary Judgment attaching, as Exhibit 1, a spreadsheet showing the monthly liquidated damages and interest owed to Shepherd pursuant to Section 6(b)(iv) of the Agreement through March 2, 2008.

4. Attached hereto as Exhibit C is a true and correct copy of a letter dated October 30, 2006 that Shepherd duly sent to PainCare demanding payment of liquidated damages and interest owed to Shepherd under the Agreement.

5. Attached hereto as Exhibit D is a true and correct copy of an email dated December 21, 2006 from Todd Turall to Brian Davidson, Michael Dahm, and Philip Koutnik


referring to a conversation in which PainCare advised Shepherd that PainCare would be making a proposal with respect to payment of the amounts owed to Shepherd.

6. Attached hereto as Exhibit E is a true and correct copy of Defendant PainCare's Answer to Plaintiff's Complaint served on December 18, 2007.

7. On Monday, January 28, 2008, Albert Meyer, counsel for Defendant PainCare Holdings, Inc. ("PainCare"), informed me that PainCare does not plan to contest Shepherd's Motion for Summary Judgment.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 1st day of February 2008 at Boston, Massachusetts.



Christopher G. Green